

STATE OF MISSOURI



Judith K. Moriarty
SECRETARY OF STATE

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
HEALTH MIDWEST PARTNERS FOR CHANGE, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE
STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY
LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY CORPORATE,
DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO ALL RIGHTS
AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER THE
GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
2ND DAY OF MARCH, 1994.

Judith K. Moriarty
Secretary of State



\$10.00

STATE OF MISSOURI . . . Office of Secretary of State

JUDITH K. MORIARTY, Secretary of State
CORPORATION DIVISION

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAR 02 1994

Judith K. Moriarty

Articles of Incorporation of a General Not For Profit Corporation Filing Fee \$10.00

HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MO 65102

We the undersigned,

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
Richard W. Brown	18170	Metcalf	Stilwell	Kansas	66085
E. Wynn Presson	15613	Overbrook Lane	Stanley	Kansas	66224
Thomas H. Cranshaw	3416	West 123rd Street	Leawood	Kansas	66209

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

The name of the corporation is Health Midwest Partners for Change, Inc.

The period of duration of the corporation is perpetual.

The address of its initial Registered Office in the State of Missouri is 2304 East Meyer Boulevard, Suite A-10, Kansas City, Missouri 64132. The name of the initial Registered Agent at said Address is Judith A. Vogelsmeier.

The first Board of Directors shall be three (3) in number, their names and addresses being as follows:

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
Richard W. Brown	18170	Metcalf	Stilwell	Kansas	66085
E. Wynn Presson	15613	Overbrook Lane	Stanley	Kansas	66224
Thomas H. Cranshaw	3416	West 123rd Street	Leawood	Kansas	66209

(a) Health Midwest, a Missouri not-for-profit corporation, shall be the sole member of the corporation, with the authority to elect the Board of Directors of the corporation and with all other rights and privileges of a sole member of a not-for-profit

corporation under the General Not-For-Profit Corporation Law of the State of Missouri and the bylaws of the Corporation from time to time in effect.

(b) Subject to the rights and authority of the sole member, the Board of Directors shall have the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation.

(c) As set forth in Article 4 above, the number of directors comprising the first Board of Directors of the corporation shall be three (3). Thereafter, the number of directors comprising the Board of Directors of the corporation shall be fixed by or determined in the manner set forth in the bylaws of the corporation; provided, however, that in no event shall the number of directors of this corporation be less than three (3).

(d) The manner of election or appointment of the individuals comprising the Board of Directors and their respective terms of office shall be as provided in the bylaws of the corporation.

5. The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, such activities necessary or appropriate:

(a) To develop and implement a redevelopment plan for (i) the area generally bounded by 59th Street on the north, Gregory Boulevard (i.e., 71st Street) on the south, Holmes Road on the west and Chestnut on east and (ii) the area generally bounded by Memorial Drive on the north, 31st Street on the south, Wyandotte on the west and Main Street on the east, all in Kansas City, Jackson County, Missouri (hereinafter referred to as the "Redevelopment Area");

(b) To promote social welfare by eliminating conditions which are detrimental to public health, safety, morals or welfare in the Redevelopment Area and to eliminate the recurrence thereof;

(c) To stimulate economic development in the Redevelopment Area, which is an urban area of Kansas City, Missouri, by encouraging private investment and increasing employment opportunities for low-income residents, minorities and other disadvantaged groups which live in the Redevelopment Area; and by discouraging residents, commerce, and business entities from moving out of the Redevelopment Area;

(d) To eliminate existing blight and combat community deterioration; and

(e) To lessen the burdens of government.

7. The corporation shall have the powers conferred by the General Not For Profit Corporation Law of the State of Missouri (including any amendments that may be made from time to time) except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or as a corporation to which contributions are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in the State of Missouri in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

INCORPORATORS:

Richard W. Brown
Richard W. Brown
E. Wynn Presson
E. Wynn Presson
Thomas H. Cranshaw
Thomas H. Cranshaw

STATE OF Missouri)
County of Cass) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 28th day of February, 1994, Richard W. Brown, E. Wynn Presson and Thomas H. Cranshaw personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Judith A. Vogelsmeier
Notary Public

NOTARIAL SEAL

My commission expires: JUDITH A. VOGELSMEIER
Notary Public - State of Missouri
Cass County
My Commission Expires Oct. 23, 1996